

EXECUTED IN 5 COUNTERPARTS  
COUNTERPART NO. 3

REGISTRATION NO. 3889 Filed & Recorded

DEC 19 1975 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

Series 2

SUPPLEMENTAL AGREEMENT NO. 3

Dated as of December 1 , 1975

TO

EQUIPMENT TRUST AGREEMENT

Dated as of December 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK, Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT NO. 3 (the "Supplement") dated as of December 1, 1975, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of December 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.08 of the Agreement the Company deposited cash with the Trustee on account of the equipment described in (2) below becoming worn out, unsuitable for use, lost or destroyed, and

WHEREAS, in accordance with Section 5.08 of the Agreement the Company wishes to sell, assign and transfer to the Trustee the equipment described in (1) below in exchange for payment by the Trustee of cash to the Company, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to:

- (1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

| <u>Quantity</u> | <u>Description</u>               | <u>Car Number</u>                           |
|-----------------|----------------------------------|---|
| 4               | 23,500 gal. Non-Ins.<br>Tank Car | TLDX 123000-123003                          |
| 7               | 29,600 gal. Non-Ins.<br>Tank Car | TLDX 129000-129005;<br>129007               |
| 8               | 16,300 gal. Ins.<br>Tank Car     | TLDX 216028-216035                          |
| 12              | 23,500 gal. Ins.<br>Tank Car     | TLDX 223000-223005;<br>223007;223010-223014 |

and

- (2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

| <u>Quantity</u> | <u>Description</u>                     | <u>Car Number</u>   |
|-----------------|--|---|
| 1               | 23,500 gal. Ins.<br>Tank Car           | TLDX 223094   |
| 4               | 4427 cu.ft., 100-ton<br>covered hopper | TLDX 5416;6349;6351;<br>6478  |
| 33              | 4740 cu.ft., 100-ton<br>covered hopper | MILW 100016;100024;100039;<br>100040;100099;100128;<br>100157;100162;100197;<br>100209;100332;100429;<br>100453<br>TLCX 30116;30373;30510;<br>30521;30528;30531;30556;<br>30564;30585;30596;30617;<br>30627;30765;30770;30827;<br>30859;30931;30942;30962;<br>31007 |
| 1               | 5650 cu.ft., 100-ton<br>covered hopper | TLCX 38307  |

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first written.

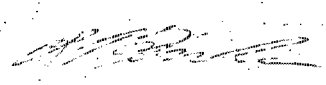
FIRST NATIONAL CITY BANK

By 

TRUST OFFICER

(Corporate Seal)

Attest:

  
Assistant Trust Officer.

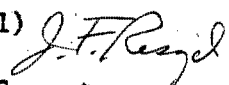
ASST. CASHIER

PULLMAN TRANSPORT LEASING COMPANY

By 

Vice President

(Corporate Seal)

  
ASSISTANT Secretary.

*New York*  
STATE OF ILLINOIS, )  
COUNTY OF ~~COOK~~ ) SS.:  
*New York*

On this *15<sup>th</sup>* day of *DECEMBER*, 19*75*, before me personally came *RALPH E. JOHNSON*, to me known, who, being by me duly sworn, says that he resides at *60 Gramercy Park, New York, N.Y.*, that he is a *TRUST OFFICER* of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

  
Notary Public

My Commission Expires

(Notarial Seal)

*Notary Public, State of New York*  
*Ad. No. 487580*  
*Qualified in Nassau County*  
*Commission Expires March 31, 1976*

STATE OF ILLINOIS, )  
COUNTY OF C O O K, ) SS.:

On this *1<sup>st</sup>* day of *December*, 1975, before me personally came *Hugh W. Frater*, to me known, who, being by me duly sworn, says that he resides at *1442 So. Dearborn, Chicago, Illinois*, that he is the *President* of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

  
Notary Public

My Commission Expires Feb. 24, 1978

(Notarial Seal)